

EXHIBIT C

8-K 1 officerappointment.htm OXIS FORM 8-K 09-13-07

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington D.C., 20549

Form 8-K

Current Report
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date Of Report (Date Of Earliest Event Reported): 9/13/2007



Commission File Number: 0-8092

DE
(State or Other Jurisdiction of
Incorporation or Organization)

94-1620407
(I.R.S. Employer
Identification No.)

323 Vintage Park Drive, Suite B, Foster City, California 94404
(Address of Principal Executive Offices, Including Zip Code)

(650) 212-2568
(Registrant's Telephone Number, Including Area Code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Items to be Included in this Report

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(c) Appointment of Principal Officers

On September 24, 2007 the board of directors of OXIS International, Inc. appointed Gary M. Post as the Chief Operating Officer of OXIS International, effective immediately.

Mr. Post has served as a director of OXIS since March 15, 2006 and, through an advisory agreement, has effectively served part-time as acting chief operating officer of OXIS. Since 1999 Mr. Post has been the Managing Director and Investment Principal of Ambient Advisors, LLC. Ambient Advisors primarily invests its own and its partners' capital in private and public companies with a particular interest in the health care and life sciences sector and certain other special situations. Ambient Advisors also actively advises these companies, sometimes taking interim management roles. In his capacity as Managing Director at Ambient Advisors, Mr. Post has acted as an interim Chief Executive Officer in two private early to mid stage companies that Ambient had invested in, Opticon Medical, Inc., a medical device company and OccMeds Billing Services, Inc., a worker's compensation pharmacy payment processing company. Mr. Post also served as a President and CEO of VoIP, Inc., a leading provider of Voice over Internet Protocol (VoIP) communications solutions for service providers, resellers and consumers during 2006 and continues as a member of the VoIP, Inc. Board of Directors. Mr. Post holds a MBA from the U.C.L.A. Graduate School of Management and an A.B. in Economics from Stanford University.

On May 12, 2006, OXIS entered into an engagement letter with Ambient Advisors LLC. Gary M. Post is the Managing Director and Investment Principal of Ambient Advisors. Ambient Advisors provided certain services pertaining to strategic planning, investor communications and financing strategies and other projects at the request of our chief executive officer for a one year period in return for monthly compensation of \$5,000. Under the agreement, Ambient Advisors was issued a ten year warrant to purchase 108,000 shares of our common stock at an exercise price of \$0.39 per share, with 9,000 shares becoming exercisable each month over the term of the agreement. On October 12, 2006, OXIS mutually agreed with Gary M. Post to terminate the engagement letter with Ambient Advisors LLC, effective October 15, 2006, replace it with a new consulting agreement and accelerate the vesting of the warrant to be fully vested effective October 15, 2006.

On November 6, 2006, OXIS entered into an advisory agreement with Ambient Advisors that commenced retroactively on October 15, 2006. Gary Post, on behalf of Ambient Advisors, has provided certain services to OXIS pertaining to operations, strategic planning, financial planning and budgeting, investor relations, corporate finance and such additional roles and responsibilities as requested for a three year period beginning October 15, 2006. The terms of this advisory agreement are detailed in the Form 8-K filed by OXIS on November 13, 2006. It is expected that Mr. Post will continue to be compensated pursuant to the Ambient Advisors advisory agreement after his appointment as Chief Operating Officer and will not be entering into an employment agreement with regard to that appointment.

Item 8.01. Other Events.

On September 13, 2007, the lawsuit initiated by Applied Genetics Incorporated Dermatics ("AGI") against OXIS on or about April 13, 2007 was dismissed without prejudice by agreement of both parties. The original complaint by AGI alleged that certain actions taken by OXIS to protect and enforce its patents have caused damage to AGI, and asserted claims of unfair competition, tortious interference with prospective economic advantage and contractual relations. The complaint also challenged the validity of one of OXIS' patents. OXIS subsequently counterclaimed alleging that AGI's production, use and sale of L-ergothioneine infringes certain patents held by OXIS. The parties have agreed to pursue mediation on the dispute, and subsequently arbitration if mediation proves unsuccessful.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

None.

Signature(s)

Pursuant to the Requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the Undersigned hereunto duly authorized.

OXIS International, Inc.

Dated September 27, 2007

By: /s/ Marvin S. Hausman, M.D.

Marvin S. Hausman, M.D.
President & CEO

EXHIBIT D

AMBIENT

Contact Us

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- Ambient Global Partners
- Ambient Capital
- Asset Mgmt. Firms
- Who We Are
- Ambient Community Program
- What's New
- **Contact Us**

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Beverly Hills, CA 90210

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(310) 432-1755 (fax)
info@ambientcapital.com

EXHIBIT E



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Contact Us

Contact us via email:

U.S. sales
International Sales
Request technical service
Report web site problems

Write to us at:

OXIS International, Inc.
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Toll free 1-800-547-3686
Phone 650-212-2568
Fax 650-212-2569

Stock Markets:

US-OTCBB OXIS
Europe-Le Nouveau Marche OXIS

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About: Oxidative Stress . Antibody . Antioxidant . Anti-oxidant . Biomarker . Catalase . ELISA . Enzyme . Free radical . Glut Lipid Peroxidation . MPO . Nitric Oxide . Nitrosative . Nitrotyrosine . Research Assay . Superoxide . Superoxide Dismutas

EXHIBIT F



National Area Codes

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Alabama

Aniston 256
Birmingham 205
Huntsville 256
Montgomery 334
Southern Alabama 334
Tuscaloosa 205

Alaska

Antigua 268

Arizona

Phoenix 623/602/480
Tucson 520

Arkansas

Fort Smith 501
Little Rock 501
Jonesboro 870
Pine Bluff 870
Bahamas 242

BARBADOS

BERMUDA

BRITISH WEST INDIES

DOMINICAN REPUBLIC

CALIFORNIA

Anaheim 714
Bakersfield 661
Barstow 760
Beverly Hills 310/424
Catalina Island 424
Chico 530
Concord 925
Escondido 442
Eureka 707
Fremont 510/341
Fresno 559
Glendale 559
Irving 949
Long Beach 562
Los Angeles 213/323
Modesto 209/559
Monterey 408/831
Oakland 510/925
Ontario 909/752
Palm Springs 760
Palmdale 661
Palo Alto 650
Pasadena 818/626
Riverside 909
Sacramento 916/530
Salinas 831
San Bernadino 909
San Diego 619/858
San Francisco 415/935
San Jose 408/831
San Mateo 650/764
San Rafael 415/628
Santa Barbara 805/661
Temecula 951
Thousand Oaks 805
Torrence 310/424

MINNESOTA

Apple Valley 952
Blaine 763
Bloomington 952
Duluth 218
Eagan 651
Minneapolis 612
Minnetonka 952
New Brighton 651
Plymouth 763
St. Paul 651
Rochester 507
St. Cloud 320
St. Paul 651

MISSISSIPPI

Biloxi 228
Greenville 662
Hattiesburg 601
Jackson 601
Meridian 601
Starkville 662
Tupelo 662
Vicksburg 601

MISSOURI

Chesterfield 636
Columbia 573/314
Jefferson City 636
Joplin 417
Kansas City 816
Kirksville 660
Maryland Heights 314
St. Charles 636
St. Joseph 816
St. Louis 314
Sedalia 660
Springfield 417

MONTANA

NEBRASKA

Grand Island 308
Kearney 308
Lincoln 402
Omaha 402
Scottsbluff 308

NEVADA

Carson City 775
Elko 775
Las Vegas 702
Reno 775

NEW HAMPSHIRE

NEW JERSEY

Atlantic City 609
Camden 609
Elizabeth 908
Hackensack 201
Jersey City 201
Newark 973
New Brunswick 732
Paterson 973
Piscataway 732

[details >>](#)

Canada				Plainfield	908
British Columbia	250/604			Trenton	609
Calgary	403			Vineland	856
Edmonton	780			NEW MEXICO	505
Kenora	807			NEW YORK	
Manitoba	204			Albany	518
Montreal	514/450			Binghamton	607
New Brunswick	506			Bronx	718/347
Newfoundland	709			Brooklyn	718/347
Nova Scotia	902			Buffalo	716
Ontario	905			Hempstead	516
Ottawa	613			Long Island	516
Quebec City	418			Manhattan	212/646
Saskatchewan	306			New York City Boroughs	718
Toronto	416			Niagara Falls	716
Vancouver	604			Peekskill	914
Winnipeg	204			Poughkeepsie	914
COLORADO				Queens	718/347
Aspen	970			Rochester	716
Aurora	303/720			Schenectady	518
Boulder	303/720			Syracuse	315
Colorado Springs	719			Troy	518
Denver	303/720			Utica	315
Durango	970			White Plains	914
Grand Junction	970			Yonkers	914
Leadville	719			NORTH CAROLINA	
Longmont	303/720			Asheville	828
Pueblo	719			Burlington	336
Steamboat Springs	970			Charlotte	704
No. and Western Colorado	970			Durham	919
CONNECTICUT				Fayetteville	910
Bridgeport	203			Goldsboro	919
Hartford	860			Greensboro	336
New Haven	203			Hickory	828
Stanford	203			Kinston	252
DELAWARE	302			Raleigh	919
DISTRICT OF COLUMBIA	202			Rocky Mount	252
FLORIDA				Salisbury	704
Clearwater	727/813			Statesville	704
Dayton Beach	904			Wilmington	910
Ft. Lauderdale	954			Winston-Salem	336
Ft. Myers	941			NORTH DAKOTA	701
Gainesville	352			OHIO	
Jacksonville	904			Akron/Canton	330
Key West	305			Ashtabula	440
Lakeland	863			Canton	330
Melbourne	321			Cincinnati	513
Miami	786/305			Cleveland	216/440
Naples	941			Columbus	614
Orlando	407			Dayton/Springfield	937
Pensacola	850			Lancaster	740
St Petersburg	923/813			Lorain	440
Sarasota	941			Marion	614
Tallahassee	850			Newark	740
Tampa	923			Portsmouth	740
Titusville	321			Steubenville	740
West Palm Beach	561			Toledo	419
GEORGIA				Washington C.H.	740
Albany	912			Youngstown	330
Atlanta Metro	678/404			OKLAHOMA	
Atlanta Metro				Ada	580
(outside 285 beltway)	678/770			Enid	580
Augusta	706			Lawton	580
Columbus	706			McAlester	918
Marietta	678/770			Oklahoma City	405
Norcross	678/770			Shawnee	405
Rome	706			Stillwater	405
Savannah	912			Tulsa	918
GRENADA	473/809			OREGON	
GUAM	671			Astoria	503

HAWAII	808	Bend	541
IDAHO	208	Corvallis	541
ILLINOIS		Eugene	541
Alton	618	Medford	541
Cairo	618	Pendleton	541
Champaign-Urbana	217	Portland	503/971
Chicago Metro	773	Salem	503/971
Central Chicago Suburbs	630	PENNSYLVANIA	
Northern Chicago Suburbs	847	Allentown	610/484
Southern Chicago Suburbs	708	Altoona	814
Chicago Loop	312	Erie	814
Elgin	630/847	Harrisburg	717
La Salle	815	Lancaster	717
Mt. Vernon	618	New Castle	724
Northern Chicago Suburbs	847	Philadelphia	215/267
Peoria	309	Pittsburgh	412/724
Rockford	815	Reading	610/484
Springfield	217	State College	814
Waukegan	630/847	Uniontown	724
INDIANA		Washington	724
Anderson	765	Wilkes-Barre	570
Evansville	812	PUERTO RICO	787
Gary	219	RHODE ISLAND	401
Hammond	219	SOUTH CAROLINA	
Indianapolis	317	Charleston	843
Lafayette	765	Columbia	803
Michigan City	219	Florence	843
South Bend	219	Greenville/Spartanburg	864
IOWA		SOUTH DAKOTA	605
Council Bluffs	712	TENNESSEE	
Davenport	319	Chattanooga	423
Des Moines	515	Clarksville	931
Dubuque	319	Columbia	931
Iowa City	641	Cookeville	931
Iowa City	319	Johnson City	423
Sioux City	712	Knoxville	865
JAMAICA	809/876	Memphis	901
KANSAS		Murfreesboro	615
Atchison	913	Nashville	615
Dodge City	316	TEXAS	
Kansas City	913	Abilene	915
Lawrence	785	Amarillo	806
Salina	785	Austin	512
Topeka	785	Beaumont	409
Wichita	316	Brownsville	956
KENTUCKY		Corpus Christi	361
Ashland	606	Dallas	972/214/469
Covington	606	Del Rio	830
Elizabethtown	270	Denton	940
Frankfort	502	El Paso	915
Lexington	606	Fort Worth	817
Louisville	502	Fredericksburg	830
Owensboro	270	Galveston	409
Paducah	270	Houston	713/281/832
Shelbyville	502	Laredo	956
Winchester	606	Lubbock	806
LOUISIANA		New Braunfels	830
Alexandria	318	San Antonio	210
Baton Rouge	225	Tyler	903
Lafayette	337	Waco	254
Lake Charles	337	Wichita Falls	940
Monroe	318	UTAH	
New Orleans	504	Logan	435
Shreveport	318	Ogden	801
MAINE	207	Price	435
MARYLAND		Provo	801
Annapolis	410/443	Salt Lake City	801
Baltimore	410/443	St. George	435
Hagerstown	240/301	Weber	385
Rockville	240/301	VERMONT	802

MASSACHUSETTS		VIRGIN ISLANDS (British)	284
Boston (Central)	617	VIRGIN ISLANDS (U.S.)	340
Boston (Suburbs)	781	VIRGINIA	
Fall River	508	Alexandria	703
Lowell	978	Arlington	703
New Bedford	508	Charlottesville	804
Pittsfield	413	Newport News	804
Springfield	413	Norfolk	757
Worcester	508	Richmond	804
MICHIGAN		Roanoke	540
Ann Arbor	734	WASHINGTON	
Bay City	517	Bellevue	425
Battle Creek	616	Olympia	360
Big Rapids	231	Seattle	206
Dearborn	313	Spokane	509
Detroit	313	Tacoma	253
Flint	810	Vancouver	360
Grand Rapids	616	Walla Walla	509
Jackson	517	Yakima	509
Kalamazoo	616	WEST VIRGINIA	304
Lansing	517	WISCONSIN	
Livonia	734	Brookfield	262
Muskegon	231	Eau Claire	715
Marquette	906	Elkhorn	262
Pontiac	248	Fond du Lac	920
Port Huron	810/586	Green Bay	920
Sault Ste. Marie	906	Madison	608
Southfield	248	Milwaukee	414
Troy	248	Port Washington	262
Warren	810/586	Racine	414
		Sheboygan	920
		Wausau	715
		West Allis	414
		WYOMING	307

Current area codes as of September 30, 2000

EXHIBIT G

PRESENT:
Honorable Charles E. Ramos, J.S.C.

At Commercial Division Part 53 of the
Supreme Court of the State of New York,
held in and for the County of New York,
located at 60 Centre Street, New York, New
York 10007, on the ____ day of _____ 2007

AJW PARTNERS, LLC, AJW OFFSHORE,
LTD, AJW QUALIFIED PARTNERS, LLC,
and NEW MILLENNIUM CAPITAL
PARTNERS II, LLC,

Plaintiffs,

-against-

RG GLOBAL LIFESTYLES, INC. and LOUIS
KNICKERBOCKER,

Defendants.

Index No. 600323/07

STIPULATED ORDER

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned
counsel of record as follows:

1. The parties agree that until July 31, 2007, they will refrain from discovery, motion
practice, or other adversarial litigation activities so that the parties may discuss a potential
settlement of this action.

2. The parties agree that if American International Group, the underwriter of two
key man life-insurance policies on Louis L. Knickerbocker, pays out the proceeds of those
policies before August 15, 2007, it will deliver the check or funds of those proceeds to
defendants' undersigned counsel, Saiber Schlesinger Satz & Goldstein, LLC, for deposit in a
New York bank, and that firm will hold such proceeds in its attorney trust account until August
15, 2007, or pending further order of the Court.

3. Saiber Schlesinger Satz & Goldstein, LLC, will give immediate notice of such
deposit to plaintiffs' undersigned counsel Olshan Grundman Frome Rosenzweig & Wolosky
LLP.

4. Plaintiffs are authorized to present a copy of this Stipulated Order to American International Group, and to direct American International Group to comply with it.

5. Plaintiffs hereby withdraw their Order to Show Cause for a preliminary injunction, filed June 27, 2007, without prejudice.

6. Defendants hereby withdraw their motion to dismiss the complaint in this action as against Louis L. Knickerbocker, filed June 15, 2007, without prejudice.

7. Pursuant to CPLR 3217(a)(2), plaintiffs hereby discontinue this action as against defendant Louis L. Knickerbocker, without prejudice, and with each party to bear its own costs and expenses.

8. No party to this action is an infant, an incompetent person for whom a committee has been appointed, or a conservatee, and no person not a party has any interest in the subject matter of this action.

9. The running of the limitations periods of plaintiffs' claims in this action against Louis L. Knickerbocker are hereby tolled for a period of two years beginning on the date of this Stipulated Order.

10. The existing caption of this action is hereby amended to delete Louis L. Knickerbocker as a party, and upon entry of this Stipulated Order the Clerk of Court is directed to change the existing caption to read as follows:

AJW PARTNERS, LLC, AJW OFFSHORE, LTD,
AJW QUALIFIED PARTNERS, LLC, and
NEW MILLENNIUM CAPITAL PARTNERS II, LLC,

Plaintiffs,

-against-


RG GLOBAL LIFESTYLES, INC.,

Defendant.

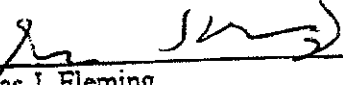
11. This Stipulated Order may be signed in counterparts by the undersigned counsel with facsimile signatures treated as originals.

Dated: New, York, New York
June 29, 2007

SAIBER SCHLESINGER SATZ
& GOLDSTEIN, LLC

By: 
Ernest Edward Badway
Marc C. Singer
*Attorneys for Defendants RG Global
Lifestyles, Inc. and Louis
Knickerbocker
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(212) 461-2323*

OLSHAN GRUNDMAN FROME
ROSENZWEIG & WOLOSKY LLP

By: 
Thomas J. Fleming
Jack M. Kint, Jr.
*Attorneys for Plaintiffs/Counterclaim
Defendants AJW Partners, LLC, AJW
Offshore Ltd., AJW Qualified Partners,
LLC, and New
Millennium Capital Partners II, LLC
Park Avenue Tower
65 East 55th Street
New York, New York 10022
(212) 451-2300*

SO ORDERED on this ____ day of _____ 2007.

Charles E. Ramos, J.S.C.

(00488852.DOC) 3

EXHIBIT H

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
AJW PARTNERS, LLC, AJW OFFSHORE, LTD, :
AJW QUALIFIED PARTNERS, LLC, AND :
NEW MILLENNIUM CAPITAL :
PARTNERS II, LLC, :
Plaintiffs, :

- against -

RG GLOBAL LIFESTYLES, INC. AND LOUIS :
L. KNICKERBOCKER, :
Defendants. :

----- x
AJW PARTNERS, LLC, AJW OFFSHORE, LTD, :
AJW QUALIFIED PARTNERS, LLC, AND :
NEW MILLENNIUM CAPITAL :
PARTNERS II, LLC, :
Plaintiffs, :

- against -

BOOTIE BEER CORPORATION, :
Defendant. :

----- x
HONORABLE PAUL A. CROTTY, United States District Judge:

Plaintiffs AJW Partners, LLC, AJW Offshore, LTD, AJW Qualified Partners, LLC, ("AJW Qualified") and New Millennium Capital Partners II, LLC ("NMCP") bring these two related actions for breach of contract against Defendants Bootie Beer Inc. ("Bootie Beer"), RG Global Lifestyles, Inc. ("RG Global"), and Louis Knickerbocker ("Knickerbocker").¹ These cases were originally brought in the Supreme Court of the State of New York, but the Defendants, represented by the same counsel, have removed their respective actions to this Court pursuant to 28 U.S.C. § 1441, based on this Court's diversity jurisdiction under 18 U.S.C. § 1332. Plaintiffs now move for

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ELECTRONICALLY FILED
DOC #:
DATE FILED: JUN 07 2007

07 Civ. 1835 (PAC)
ORDER

07 Civ. 1836 (PAC)

¹ Knickerbocker died in late April 2007, after the commencement of this action.

remand on the grounds that complete diversity does not exist among the parties in either case. The Court now grants both motions to remand.

Bootie Beer is incorporated and has its primary place of business in Florida. RG Global is incorporated and has its primary place of business in California, and Knickerbocker was a resident of California. AJW Qualified is a limited liability corporation, and bears the citizenship of each of its members for purposes of diversity jurisdiction. Handelsman v. Bedford Village Associates Ltd. Partnership, 213 F.3d 48, 51-52 (2d Cir. 2000).

Plaintiffs allege that Shefts Family L.P., a Delaware limited partnership, is a member of AJW Qualified. As a limited partnership, Shefts Family L.P. in turn bears the citizenship of each partner. Id. Plaintiffs allege that Mark Shefts ("Shefts") is a limited partner in Shefts Family L.P. and a resident of Florida. In support of their allegations, Plaintiffs present sworn statements by Shefts and Corey Ribotsky ("Ribotsky"), manager of AJW Qualified, along with a brief letter from Shefts to Ribotsky pertaining to Shefts Family L.P. investments in AJW Qualified.

Plaintiffs further allege that NC Global Consulting, LLC ("NC Consulting"), a limited liability corporation, is a member of AJW Qualified. Plaintiffs allege that Owen Naccarato ("Naccarato") is a member of NC Consulting and a resident of California. In support of their allegations, Plaintiffs present sworn statements by Naccarato and Ribotsky, and a copy of NC Consulting's subscription for membership in AJW Qualified.

The Court may exercise diversity jurisdiction only if there is complete diversity of citizenship among the parties, "i.e., only if there is no plaintiff and no

defendant who are citizens of the same State." Wisconsin Dep't of Corrections v. Schacht, 524 U.S. 381, 388 (1998) (internal quotation marks omitted). Defendants do not, and can not, dispute that diversity is incomplete if Shefts' and Naccarato's sworn statements are accurate. Instead they argue that statements and supporting evidence offered by Plaintiffs are self-serving and insufficient to support the conclusion that this Court lacks jurisdiction. Defendants do not, however, offer any rebuttal evidence.

The Court will not simply disregard unrebutted statements given under oath. If Plaintiffs have knowingly offered perjurious statements there are remedies available to Defendants, but the mere assertion that the statements are disingenuous is inadequate to demonstrate that this Court has jurisdiction. Even if there were any basis for doubting the statements, "federal courts construe the removal statute narrowly, resolving any doubts against removability." Lupo v. Human Affairs Intern., Inc., 28 F.3d 269, 274 (2d Cir. 1994).

Plaintiffs' motions are GRANTED. These two actions are remanded to the New York State Supreme Court, and the Clerk of the Court is directed to close them.

Dated: New York, New York
June 6, 2007

SO ORDERED



PAUL A. CROTTY
United States District Judge